



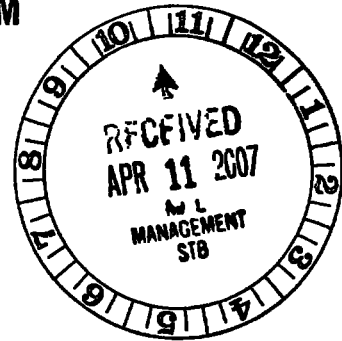
CORPORATION SERVICE COMPANY

RECORDATION NO. 24538-c FILED

APR 11 '07

4-10 PM

SURFACE TRANSPORTATION BOARD



April 10, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 844688/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 04/17/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

Mailing instructions:

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

NRG Power Marketing Inc.
211 Carnegie Center
Princeton, NJ 08540

Lessor:

The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 20th Floor
New York, NY 10036

Thank you for your assistance in this matter.

Sincerely,

April O'Shea 1-800-995-5071 ext. 3813
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 26TH day of APRIL, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and NRG POWER MARKETING INC. a Delaware corporation, with an address at 211 Carnegie Center, Princeton, NJ 08540 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 25, 2003, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on July 31, 2003 as Recordation Number 24538.

WHEREAS, the Parties have entered into an additional Rider under the Lease and wish to show for the public record the existence of the aforesaid Rider, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Annex A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard Latini
Title: Senior Vice President

RECORDATION NO. 24538-C FILED

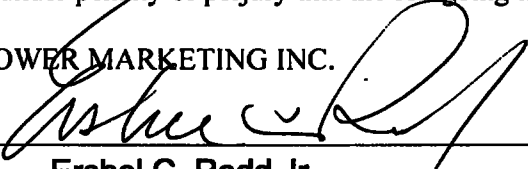
APR 11 '07

4:10 PM

SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

NRG POWER MARKETING INC.

By: 
Name: Ershel C. Redd Jr.
Title: Chairman, President and CEO
NRG Power Marketing Inc.

Schedule A

Number of Cars

Equipment Description

238

4,480 C.F. aluminum coal gondola

1	CEFX	43724	53	CEFX	43778	105	CEFX	43833
2	CEFX	43725	54	CEFX	43779	106	CEFX	43834
3	CEFX	43728	55	CEFX	43780	107	CEFX	43835
4	CEFX	43729	56	CEFX	43781	108	CEFX	43836
5	CEFX	43730	57	CEFX	43782	109	CEFX	43837
6	CEFX	43731	58	CEFX	43783	110	CEFX	43838
7	CEFX	43732	59	CEFX	43784	111	CEFX	43839
8	CEFX	43733	60	CEFX	43785	112	CEFX	43840
9	CEFX	43734	61	CEFX	43786	113	CEFX	43841
10	CEFX	43735	62	CEFX	43787	114	CEFX	43842
11	CEFX	43736	63	CEFX	43788	115	CEFX	43843
12	CEFX	43737	64	CEFX	43789	116	CEFX	43844
13	CEFX	43738	65	CEFX	43790	117	CEFX	43845
14	CEFX	43739	66	CEFX	43791	118	CEFX	43846
15	CEFX	43740	67	CEFX	43792	119	CEFX	43847
16	CEFX	43741	68	CEFX	43793	120	CEFX	43848
17	CEFX	43742	69	CEFX	43794	121	CEFX	43849
18	CEFX	43743	70	CEFX	43795	122	CEFX	43850
19	CEFX	43744	71	CEFX	43796	123	CEFX	43851
20	CEFX	43745	72	CEFX	43797	124	CEFX	43852
21	CEFX	43746	73	CEFX	43798	125	CEFX	43853
22	CEFX	43747	74	CEFX	43799	126	CEFX	43854
23	CEFX	43748	75	CEFX	43800	127	CEFX	43855
24	CEFX	43749	76	CEFX	43801	128	CEFX	43856
25	CEFX	43750	77	CEFX	43802	129	CEFX	43857
26	CEFX	43751	78	CEFX	43803	130	CEFX	43858
27	CEFX	43752	79	CEFX	43804	131	CEFX	43859
28	CEFX	43753	80	CEFX	43805	132	CEFX	43860
29	CEFX	43754	81	CEFX	43806	133	CEFX	43862
30	CEFX	43755	82	CEFX	43807	134	CEFX	43863
31	CEFX	43756	83	CEFX	43808	135	CEFX	43864
32	CEFX	43757	84	CEFX	43809	136	CEFX	43865
33	CEFX	43758	85	CEFX	43810	137	CEFX	43866
34	CEFX	43759	86	CEFX	43811	138	CEFX	43867
35	CEFX	43760	87	CEFX	43812	139	CEFX	43868
36	CEFX	43761	88	CEFX	43814	140	CEFX	43869
37	CEFX	43762	89	CEFX	43816	141	CEFX	43870
38	CEFX	43763	90	CEFX	43817	142	CEFX	43871
39	CEFX	43764	91	CEFX	43818	143	CEFX	43872
40	CEFX	43765	92	CEFX	43819	144	CEFX	43873
41	CEFX	43766	93	CEFX	43820	145	CEFX	43874
42	CEFX	43767	94	CEFX	43821	146	CEFX	43875
43	CEFX	43768	95	CEFX	43822	147	CEFX	43876
44	CEFX	43769	96	CEFX	43823	148	CEFX	43877
45	CEFX	43770	97	CEFX	43824	149	CEFX	43878
46	CEFX	43771	98	CEFX	43825	150	CEFX	43879
47	CEFX	43772	99	CEFX	43826	151	CEFX	43880
48	CEFX	43773	100	CEFX	43827	152	CEFX	43881
49	CEFX	43774	101	CEFX	43828	153	CEFX	43882
50	CEFX	43775	102	CEFX	43829	154	CEFX	43883
51	CEFX	43776	103	CEFX	43831	155	CEFX	43884
52	CEFX	43777	104	CEFX	43832	156	CEFX	43885

Schedule A

Number of Cars

Equipment Description

238

4,480 C.F. aluminum coal gondola

157	CEFX	43886	209	CEFX	43941
158	CEFX	43887	210	CEFX	43942
159	CEFX	43888	211	CEFX	43943
160	CEFX	43889	212	CEFX	43944
161	CEFX	43890	213	CEFX	43945
162	CEFX	43891	214	CEFX	43946
163	CEFX	43892	215	CEFX	43947
164	CEFX	43893	216	CEFX	43948
165	CEFX	43894	217	CEFX	43949
166	CEFX	43895	218	CEFX	43950
167	CEFX	43896	219	CEFX	43951
168	CEFX	43897	220	CEFX	43952
169	CEFX	43898	221	CEFX	43954
170	CEFX	43899	222	CEFX	43955
171	CEFX	43900	223	CEFX	43956
172	CEFX	43901	224	CEFX	43957
173	CEFX	43902	225	CEFX	43958
174	CEFX	43903	226	CEFX	43959
175	CEFX	43904	227	CEFX	43960
176	CEFX	43905	228	CEFX	43961
177	CEFX	43906	229	CEFX	43962
178	CEFX	43907	230	CEFX	43963
179	CEFX	43908	231	CEFX	43964
180	CEFX	43909	232	CEFX	43965
181	CEFX	43910	233	CEFX	43966
182	CEFX	43911	234	CEFX	43967
183	CEFX	43913	235	CEFX	43968
184	CEFX	43914	236	CEFX	43970
185	CEFX	43915	237	CEFX	43971
186	CEFX	43916	238	CEFX	43972
187	CEFX	43917			
188	CEFX	43918			
189	CEFX	43919			
190	CEFX	43920			
191	CEFX	43921			
192	CEFX	43922			
193	CEFX	43923			
194	CEFX	43924			
195	CEFX	43925			
196	CEFX	43926			
197	CEFX	43927			
198	CEFX	43928			
199	CEFX	43929			
200	CEFX	43930			
201	CEFX	43932			
202	CEFX	43933			
203	CEFX	43934			
204	CEFX	43935			
205	CEFX	43936			
206	CEFX	43937			
207	CEFX	43938			
208	CEFX	43940			